

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

February 23, 1999

IN RE: Petition for Approval of the Resale)	
Agreement and Amendment Negotiated by)	
BellSouth Telecommunications, Inc. and Touch 1)	DOCKET NO. 98-00818
Communications, Inc. Pursuant to Sections 251)	
and 252 of the Telecommunications Act of 1996)	
)	

ORDER APPROVING RESALE AGREEMENT AND AMENDMENT

This matter came before the Tennessee Regulatory Authority (the "Authority") upon the Petition of BellSouth Telecommunications, Inc. for approval of a Resale Agreement (the "Agreement") and Amendment (the "Amendment") negotiated by and between BellSouth Telecommunications, Inc. and Touch 1 Communications, Inc. The Petition for approval of the Agreement and Amendment came before the Authority pursuant to 47 U.S.C. §§ 251-252.

The Agreement and Amendment were considered at a regularly scheduled Authority Conference held on January 19, 1999, in Nashville, Tennessee before Chairman Melvin J. Malone, Director H. Lynn Greer, Jr., and Director Sara Kyle. The Authority has jurisdiction over public utilities pursuant to Tenn. Code Ann. § 65-4-104 et seq. Based upon the Petition, the record in this matter, and the standards for review set forth in 47 U.S.C. §§ 251-252, the Directors unanimously approved the Agreement and made the following findings and conclusions:

1) The Agreement and Amendment are in the public interest as they provide consumers with alternative sources of telecommunications services within the BellSouth Telecommunications, Inc. service area;

2) The Agreement and Amendment are not discriminatory to telecommunications service providers that are not parties thereto;

3) No other party has sought intervention in this docket;

4) The approval of the Agreement and Amendment is consistent with previous Authority decisions and orders; and

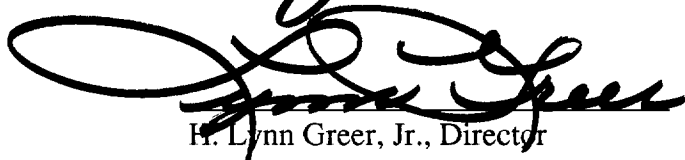
5) The Agreement and Amendment are reviewable by the Authority pursuant to 47 U.S.C. §§ 251-252 and Tenn. Code Ann. § 65-4-104 et seq.

IT IS THEREFORE ORDERED THAT:

The Resale Agreement and Amendment negotiated by and between BellSouth Telecommunications, Inc. and Touch 1 Communications, Inc. is approved and is subject to the review of the Authority as provided herein.



Melvin J. Malone, Chairman

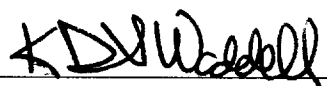


H. Lynn Greer, Jr., Director



Sara Kyle, Director

ATTEST:



K. David Waddell, Executive Secretary